



Order Filed on May 18, 2023
by Clerk
U.S. Bankruptcy Court
District of New Jersey

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

WOLLMUTH MAHER & DEUTSCH LLP

Paul R. DeFilippo, Esq.
500 Fifth Avenue
New York, New York 10110
Telephone: (212) 382-3300
Facsimile: (212) 382-0050
pdefilippo@wmd-law.com

JONES DAY

Gregory M. Gordon, Esq.
Brad B. Erens, Esq.
Dan B. Prieto, Esq.
Amanda Rush, Esq.
2727 N. Harwood Street
Dallas, Texas 75201
Telephone: (214) 220-3939
Facsimile: (214) 969-5100
gmgordon@jonesday.com
bberens@jonesday.com
dbprieto@jonesday.com
asrush@jonesday.com
(Admitted *pro hac vice*)

PROPOSED ATTORNEYS FOR DEBTOR

In re:

LTL MANAGEMENT LLC,¹

Debtor.

Chapter 11

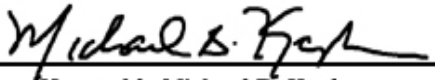
Case No.: 23-12825 (MBK)

Judge: Michael B. Kaplan

**ORDER APPOINTING RANDI S. ELLIS
AS LEGAL REPRESENTATIVE FOR FUTURE TALC CLAIMANTS**

The relief set forth on the following pages is hereby **ORDERED**.

DATED: May 18, 2023


Honorable Michael B. Kaplan
United States Bankruptcy Judge

(Page 2)

Debtor: LTL Management LLC

Case No. 23-12825 (MBK)

Caption: Order Appointing Randi S. Ellis as Legal Representative for Future Talc Claimants

This matter coming before the Court on the *Debtor's Motion for an Order Appointing Randi S. Ellis as Legal Representative for Future Talc Claimants* [Dkt. 87] (the "Motion"),² filed by the debtor in the above-captioned case (the "Debtor") pursuant to sections 524(g)(4)(B) and 105(a) of the Bankruptcy Code; the Court having reviewed the Motion, the objections filed by the Official Committee of Talc Claimants [Dkt. 311], Paul Crouch [Dkt. 318], Maune Raichle Hartley French & Mudd, LLC [Dkt. 320], and the United States Trustee [Dkt. 321] (collectively, the "Objections"), the supplemental declaration [Dkt. 354] and amended supplemental declaration filed by Ms. Ellis [Dkt. 415], the Debtor's reply in support of the Motion [Dkt. 355] and the responses to Ms. Ellis' amended supplemental declaration filed by the Official Committee of Talc Claimants [Dkt. 436] and Maune Raichle Hartley French & Mudd, LLC [Dkt. 438], and having heard the statements of counsel and considered the evidence presented with respect to the Motion at a hearing before the Court on May 3, 2023 (the "Hearing"); the Court finding that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(b) and 1334 and the Standing Order of Reference, (ii) venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409, (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (iv) notice of the Motion and the Hearing was sufficient under the circumstances and (v) the relief requested in the Motion is in the best interests of the Debtor, its estate and its creditors; and after due deliberation and for the reasons set forth by the Court on the record during the May 9, 2023 hearing, the Court having overruled the Objections and

² Capitalized terms not otherwise defined herein have the meanings given to them in the Motion.

(Page 3)

Debtor: LTL Management LLC

Case No. 23-12825 (MBK)

Caption: Order Appointing Randi S. Ellis as Legal Representative for Future Talc Claimants

determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED to the extent set forth herein.
2. Pursuant to sections 524(g)(4)(B)(i) and 105(a) of the Bankruptcy Code,

Randi S. Ellis is hereby appointed as the Future Claimants' Representative to represent and protect the rights of, absent further order of the Court, natural persons or the representatives of estates of natural persons, including those in Canada or in the United States, that may assert a demand for payment, present or future, that: (a) is not a claim during the proceedings prior to the entry of an order confirming a plan of reorganization (the "Plan"), because such natural person was diagnosed with disease after such time; and (b) arises out of the same or similar conduct or events that gave rise to the claims to be addressed by an injunction issued to enjoin entities from taking legal action for the purpose of directly or indirectly collecting, recovering or receiving payment or recovery with respect to any claim or demand that, under the Plan, is to be paid in whole or in part by a trust established pursuant to section 524(g)(2)(B)(i) and/or 105(a) of the Bankruptcy Code (collectively, the "Future Claimants"). The Future Claimants' Representative shall represent the interests of, appear and act on behalf of, and be a fiduciary to Future Claimants to protect the rights and interests of such Future Claimants and shall be entitled to compensation in connection therewith from the date of the filing of the Motion. Ms. Ellis will have no other obligations except those that may be prescribed by orders of the Court and accepted by Ms. Ellis.

(Page 4)

Debtor: LTL Management LLC

Case No. 23-12825 (MBK)

Caption: Order Appointing Randi S. Ellis as Legal Representative for Future Talc Claimants

3. The Future Claimants' Representative shall be a party in interest in this Chapter 11 Case and shall have standing under section 1109(b) of the Bankruptcy Code to be heard on any issue in this case in the Bankruptcy Court, the District Court or any other court affecting the rights of Future Claimants. The Future Claimants' Representative shall have the powers and duties of a committee set forth in section 1103 of the Bankruptcy Code as are appropriate for a Future Claimants' Representative.

4. In her role as the Future Claimants' Representative, Ms. Ellis may employ attorneys and other professionals consistent with sections 105, 327, and 1103 of the Bankruptcy Code, subject to prior approval of this Court, and such attorneys and other professionals shall be subject to the terms of any Interim Compensation Order.

5. Compensation, including professional fees and reimbursement of actual and necessary expenses, shall be payable to Ms. Ellis and her professionals from the Debtor's estate, as appropriate, subject to approval of this Court, and in accordance with the terms, conditions and procedures set forth in the Interim Compensation Order. In her role as the Future Claimants' Representative, Ms. Ellis shall be compensated at the rate of \$1,015 per hour, subject to periodic adjustment (usually on January 1 of each year) in the ordinary course of her business, plus reimbursement of actual, reasonable and documented out-of-pocket expenses.

6. The Future Claimants' Representative shall not be liable for any damages, or have any obligation other than as prescribed by order of the Court; provided, however, that the Future Claimants' Representative may be liable for damages caused by willful misconduct or gross negligence. The Future Claimants' Representative shall not be liable to any person as a

(Page 5)

Debtor: LTL Management LLC

Case No. 23-12825 (MBK)

Caption: Order Appointing Randi S. Ellis as Legal Representative for Future Talc Claimants

result of any action or omission taken or made in good faith. The Debtor shall indemnify, defend, and hold harmless Ms. Ellis, her employees and professionals (individually an “Indemnified Party”) from all claims against any of them, and all losses, claims, damages or liabilities (or actions in respect thereof) to which any of them may become subject, as a result of or in connection with such party rendering services pursuant to this Order or to the Future Claimants’ Representative, unless and until it is finally judicially determined that such losses, claims, damages or liabilities were caused by willful misconduct or gross negligence on the part of such Indemnified Party. If before the earlier of (i) the entry of an order confirming a plan of reorganization in this case, and such order having become final and no longer subject to appeal, and (ii) the entry of an order closing this Chapter 11 Case, an Indemnified Party believes that he, she or it is entitled to payment of any amount by the Debtor on account of the Debtor’s obligations to indemnify, defend and hold harmless as set forth herein, including, without limitation, the advancement of defense costs, the Indemnified Party must file an application for such amounts with the Court, and the Debtor may not pay any such amounts to the Indemnified Party before the entry of an order by the Court authorizing such payments. The preceding sentence is intended to specify the period of time during which the Court has jurisdiction over the Debtor’s obligations to indemnify, defend and hold harmless as set forth herein, and is not a limitation on the duration of the Debtor’s obligation to indemnify any Indemnified Party. In the event that a cause of action is asserted against any Indemnified Party arising out of or relating to the performance of his, her or its duties pursuant to this Order or to the Future Claimants’ Representative, the Indemnified Party shall have the right to choose his, her or its own counsel.

(Page 6)

Debtor: LTL Management LLC

Case No. 23-12825 (MBK)

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For the avoidance of doubt, gross negligence, willful misconduct, bad faith or fraud on the part of one Indemnified Party shall not preclude indemnification for the other Indemnified Parties.

Any such indemnification shall be an allowed administrative expense under section 503(b) of the Bankruptcy Code and shall be paid upon application to and approval of this Court.

7. Ms. Ellis and any Court-approved counsel retained by Ms. Ellis in her role as Future Claimants' Representative shall be deemed members of the "Core Service List" (or equivalent thereof) for purposes of any Case Management Procedures.

8. Unless otherwise ordered by this Court or as provided for in any confirmed plan of reorganization, Ms. Ellis' appointment as Future Claimants' Representative shall terminate upon the effective date of a plan of reorganization in this Chapter 11 Case or otherwise by written resignation or incapacity to serve.

9. The Debtor shall pay the Future Claimants' Representative Liability Insurance, the cost of which is expected to be approximately \$100,000 per year without further Court approval.

10. The requirement set forth in D.N.J. LBR 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived.

11. The Debtor is hereby authorized to take all actions it deems necessary to effectuate the relief granted in this Order.

12. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

In re:
LTL Management LLC
Debtor

Case No. 23-12825-MBK
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0312-3
Date Rcvd: May 18, 2023

User: admin
Form ID: pdf903

Page 1 of 7
Total Noticed: 1

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on May 20, 2023:

NONE

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
db	+ Email/Text: jkim8@its.jnj.com	May 18 2023 20:35:00	LTL Management LLC, 501 George Street, New Brunswick, NJ 08933-0001

TOTAL: 1

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

NONE

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: May 20, 2023

Signature: /s/Gustava Winters

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on May 18, 2023 at the address(es) listed below:

Name	Email Address
Adam C. Silverstein	on behalf of Other Prof. Proposed Co-Counsel to the Official Committee of Talc Claimants asilverstein@otterbourg.com awilliams@otterbourg.com
Adam C. Silverstein	on behalf of Creditor Ad Hoc Committee of Certain Talc Claimants asilverstein@otterbourg.com awilliams@otterbourg.com
Alan J. Brody	on behalf of Creditor Bausch Health Companies Inc. f/k/a Valeant Pharmaceuticals International Inc. brody@gtlaw.com, NjLitDock@gtlaw.com
Alan J. Brody	on behalf of Creditor Bausch Health Americas Inc. f/k/a Valeant Pharmaceuticals International brody@gtlaw.com, NjLitDock@gtlaw.com

District/off: 0312-3

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Page 2 of 7

Date Rcvd: May 18, 2023

Form ID: pdf903

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Alan J. Brody

on behalf of Creditor Bausch Health US LLC f/k/a Valeant Pharmaceuticals North America LLC brody@gtlaw.com, NJLitDock@gtlaw.com

Allen Joseph Underwood, II

on behalf of Creditor DeSanto Canadian Class Action Creditors aunderwood@litedepalma.com
ajunderwood@ecf.courtdrive.com;grodriguez@litedepalma.com

Allison Meghan Brown

on behalf of Plaintiff LTL Management LLC allison.brown@skadden.com
wendy.lamanna@skadden.com;Stephanie.Martin@skadden.com

Allison Meghan Brown

on behalf of Debtor LTL Management LLC allison.brown@skadden.com
wendy.lamanna@skadden.com;Stephanie.Martin@skadden.com

Andrew Mina

on behalf of Interested Party Atlanta International Insurance Company amina@duanemorris.com

Andrew J. Kelly

on behalf of Creditor BCBS of Massachusetts akelly@kbtlaw.com wsheridan@kbtlaw.com

Andrew J. Kelly

on behalf of Interested Party BCBS of Massachusetts akelly@kbtlaw.com wsheridan@kbtlaw.com

Andy Frankel

on behalf of Interested Party Travelers Casualty and Surety Company (f/k/a The Aetna Casualty and Surety Company)
afrankel@stblaw.com

Anthony Sodono, III

on behalf of Interested Party Talc Claimants asodono@msbnj.com

Anthony Sodono, III

on behalf of Attorney Barnes Law Group LLC asodono@msbnj.com

Arlen Pyenson

on behalf of Interested Party Federal Insurance Company apyenson@crowell.com

Arlen Pyenson

on behalf of Interested Party Firemans Fund Insurance Company apyenson@crowell.com

Arlen Pyenson

on behalf of Interested Party Century Indemnity Company apyenson@crowell.com

Arlen Pyenson

on behalf of Interested Party Westchester Fire Insurance Company apyenson@crowell.com

Arlen Pyenson

on behalf of Interested Party ACE Property and Casualty Insurance Company (f/k/a CIGNA Property & Casualty Insurance Company) apyenson@crowell.com

Arlen Pyenson

on behalf of Interested Party Allianz Global Risk US Insurance Company f/k/a Allianz Insurance Company
apyenson@crowell.com

Arlen Pyenson

on behalf of Interested Party Pacific Employers Insurance Company apyenson@crowell.com

Arlen Pyenson

on behalf of Interested Party Central National Insurance Company of Omaha apyenson@crowell.com

Arlen Pyenson

on behalf of Interested Party Great Northern Insurance Company apyenson@crowell.com

Arthur Abramowitz

on behalf of Other Prof. Certain Substantial Contribution Claimants aabramowitz@shermansilverstein.com
jbaugh@shermansilverstein.com;mmorris@shermansilverstein.com

Bethany Theriot

on behalf of Interested Party United States of America bethany.theriot@usdoj.gov

Brian J. McCormick, Jr.

on behalf of Creditor Various Talc Claimants bmccormick@rossfellerccasey.com earend@rossfellerccasey.com

Brian J. McCormick, Jr.

on behalf of Creditor Ross Feller Casey LLP bmccormick@rossfellerccasey.com, earend@rossfellerccasey.com

Brian W. Hofmeister

on behalf of Creditor Various Talc Claimants bwh@hofmeisterfirm.com j119@ecfbis.com

Brian W. Hofmeister

on behalf of Creditor Kellie Brewer bwh@hofmeisterfirm.com j119@ecfbis.com

District/off: 0312-3

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Page 3 of 7

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Carol A. Slocum	on behalf of Attorney Andy D. Birchfield Jr. cslocum@klehr.com, lclark@klehr.com
Carol A. Slocum	on behalf of Attorney Maune Raichle Hartley French & Mudd LLC cslocum@klehr.com lclark@klehr.com
Christopher M. Placitella	on behalf of Creditor Justin Bergeron cplacitella@cprlaw.com bdriscoll@cprlaw.com
Christopher M. Placitella	on behalf of Creditor Catherine Forbes cplacitella@cprlaw.com bdriscoll@cprlaw.com
Clay Thompson	on behalf of Attorney Maune Raichle Hartley French & Mudd LLC cthompson@mrhfmlaw.com
Clay Thompson	on behalf of Creditor Various Talc Claimants cthompson@mrhfmlaw.com
Clay Thompson	on behalf of Interested Party Various Talc Claimants cthompson@mrhfmlaw.com
Clay Thompson	on behalf of Creditor Katherine Tollefson cthompson@mrhfmlaw.com
Colin R. Robinson	on behalf of Creditor Arnold & Itkin LLP crobinson@pszjlaw.com
Daniel Stolz	on behalf of Creditor Ad Hoc Committee of Certain Talc Claimants dstolz@genovaburns.com dstolz@ecf.inforuptcy.com;msousa@genovaburns.com
Daniel Stolz	on behalf of Creditor Ad Hoc Committee of Creditors dstolz@genovaburns.com dstolz@ecf.inforuptcy.com;msousa@genovaburns.com
Daniel Stolz	on behalf of Other Prof. Proposed Co-Counsel to the Official Committee of Talc Claimants dstolz@genovaburns.com dstolz@ecf.inforuptcy.com;msousa@genovaburns.com
Daniel Stolz	on behalf of Creditor Committee Official Committee of Talc Claimants dstolz@genovaburns.com dstolz@ecf.inforuptcy.com;msousa@genovaburns.com
Daniel Stolz	on behalf of Creditor Committee Proposed Local Counsel to the Official Committee of Talc Claimants dstolz@genovaburns.com dstolz@ecf.inforuptcy.com;msousa@genovaburns.com
Daniel Stolz	on behalf of Creditor Official Committee of Talc Claimants dstolz@genovaburns.com dstolz@ecf.inforuptcy.com;msousa@genovaburns.com
Daniel Robert Lapinski	on behalf of Interested Party Various Talc Claimants dlapinski@motleyrice.com hfonseca@motleyrice.com,kdotson@motleyrice.com
David J. Molton	on behalf of Creditor Ad Hoc Committee of Certain Talc Claimants dmolton@brownrudnick.com hcohen@brownrudnick.com
Derek J. Baker	on behalf of Interested Party Cyprus Mines Corporation dbaker@reedsmith.com
Donald W Clarke	on behalf of Creditor Official Committee of Talc Claimants dclarke@genovaburns.com dclarke@ecf.inforuptcy.com;dclarke@ecfalerts.com
Donald W Clarke	on behalf of Creditor Ad Hoc Committee of Certain Talc Claimants dclarke@genovaburns.com dclarke@ecf.inforuptcy.com;dclarke@ecfalerts.com
Donald W Clarke	on behalf of Creditor Committee Proposed Local Counsel to the Official Committee of Talc Claimants dclarke@genovaburns.com dclarke@ecf.inforuptcy.com;dclarke@ecfalerts.com
Donald W Clarke	on behalf of Creditor Ad Hoc Committee of Creditors dclarke@genovaburns.com dclarke@ecf.inforuptcy.com;dclarke@ecfalerts.com
Donald W Clarke	on behalf of Creditor Committee Official Committee of Talc Claimants dclarke@genovaburns.com dclarke@ecf.inforuptcy.com;dclarke@ecfalerts.com
E. Richard Dressel	on behalf of Creditor Evan Plotkin rdressel@lexnovalaw.com

District/off: 0312-3

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Page 4 of 7

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E. Richard Dressel	on behalf of Creditor Giovanni Sosa rdressel@lexnovalaw.com
Eileen McCabe	on behalf of Interested Party Atlanta International Insurance Company eileen.mccabe@mendes.com
Ericka Fredricks Johnson	on behalf of Creditor The Ad Hoc Committee of States Holding Consumer Protection Claims ericka.johnson@wbd-us.com Heidi.sasso@wbd-us.com;liz.thomas@wbd-us.com;lisa.tancredi@wbd-us.com;cindy.giobbe@wbd-us.com
Geoffrey B. Gompers	on behalf of Plaintiff LTL Management LLC gompers@gomperslaw.com jharper@gomperslaw.com
Geoffrey B. Gompers	on behalf of Interested Party Various Talc Claimants gompers@gomperslaw.com jharper@gomperslaw.com
Gregory S. Kinoian	on behalf of Creditor Committee Official Committee of Talc Claimants gkinoian@genovaburns.com
Helen H Babin	on behalf of Creditor Various Talc Claimants hbabin@gertlerfirm.com
James N. Lawlor	on behalf of Plaintiff LTL Management LLC jlawlor@wmd-law.com
James N. Lawlor	on behalf of Debtor LTL Management LLC jlawlor@wmd-law.com
Janet A. Shapiro	on behalf of Creditor Employers Insurance Co of Wausau jshapiro@shapirolawfirm.com
Janet A. Shapiro	on behalf of Creditor National Casualty Co. jshapiro@shapirolawfirm.com
Jeff Kahane	on behalf of Interested Party Atlanta International Insurance Company jkahane@duanemorris.com dmartinez@duanemorris.com
Jeffrey M. Sponder	on behalf of U.S. Trustee U.S. Trustee jeffrey.m.sponder@usdoj.gov jeffrey.m.sponder@usdoj.gov
Jeffrey M. Sponder	on behalf of U.S. Trustee United States Trustee jeffrey.m.sponder@usdoj.gov jeffrey.m.sponder@usdoj.gov
Jerome Howard Block	on behalf of Interested Party Paul Crouch jblock@levylaw.com
Jerome Howard Block	on behalf of Interested Party Randy Derouen jblock@levylaw.com
John Maloney	on behalf of Interested Party Travelers Casualty and Surety Company (f/k/a The Aetna Casualty and Surety Company) jmaloney@lawgmm.com
John M. August	on behalf of Creditor Susan Jean Bader jaugust@saiber.com rtucker@saiber.com
John M. August	on behalf of Creditor Dean McElroy jaugust@saiber.com rtucker@saiber.com
John M. August	on behalf of Creditor Various Talc Claimants jaugust@saiber.com rtucker@saiber.com
John M. August	on behalf of Creditor Christina Prudencio jaugust@saiber.com rtucker@saiber.com
John M. August	on behalf of Creditor Anthony Hernandez Valadez jaugust@saiber.com rtucker@saiber.com
John M. August	on behalf of Creditor Trevor Barkley jaugust@saiber.com rtucker@saiber.com
John M. August	on behalf of Creditor Marlin Lewis Eagles jaugust@saiber.com rtucker@saiber.com
John M. August	on behalf of Creditor Alison Daugherty jaugust@saiber.com rtucker@saiber.com
John M. August	on behalf of Creditor Kristie Lynn Doyle jaugust@saiber.com rtucker@saiber.com
John W. Weiss	on behalf of Interested Party Various Talc Personal Injury Claimants jweiss@pashmanstein.com

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User: admin

Page 5 of 7

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Total Noticed: 1

John Zachary Balasko

on behalf of Interested Party United States of America john.z.balasko@usdoj.gov

Kenneth A. Rosen

on behalf of Interested Party Johnson & Johnson and Johnson & Johnson Holdco (NA) Inc. krosen@lowenstein.com
dclaussen@lowenstein.com

Konrad Krebs

on behalf of Interested Party The Continental Insurance Company konrad.krebs@clydeco.us

Lauren Bielskie

on behalf of U.S. Trustee U.S. Trustee lauren.bielskie@usdoj.gov

Leah Cylia Kagan

on behalf of Interested Party Various Talc Claimants lkagan@sgptrial.com

Leslie Carol Heilman

on behalf of Creditor Albertsons Companies Inc. heilmanl@ballardspahr.com,
vesperm@ballardspahr.com;roglenl@ballardspahr.com

Lisa Nathanson Busch

on behalf of Creditor Shawn V. Johnson lbusch@weitzlux.com

Lisa Nathanson Busch

on behalf of Creditor Patricia Cook lbusch@weitzlux.com

Louis A. Modugno

on behalf of Interested Party Atlanta International Insurance Company lmodugno@tm-firm.com

Louis A. Modugno

on behalf of Interested Party Starr Indemnity & Liability Company lmodugno@tm-firm.com

Louis A. Modugno

on behalf of Interested Party Granite State Insurance Company lmodugno@tm-firm.com

Louis A. Modugno

on behalf of Interested Party ASR Schadeverzekering N.V. lmodugno@tm-firm.com

Louis A. Modugno

on behalf of Interested Party AIG Europe S.A. lmodugno@tm-firm.com

Louis A. Modugno

on behalf of Interested Party Lexington Insurance Company lmodugno@tm-firm.com

Louis A. Modugno

on behalf of Interested Party The Insurance Company of the State of Pennsylvania Philadelphia lmodugno@tm-firm.com

Louis A. Modugno

on behalf of Interested Party N.V. Schadeverzekeringsmaatschappij Maas Lloyd lmodugno@tm-firm.com

Louis A. Modugno

on behalf of Interested Party AIU Insurance Company lmodugno@tm-firm.com

Louis A. Modugno

on behalf of Interested Party National Union Fire Insurance Company of Pittsburgh Pa. lmodugno@tm-firm.com

Louis A. Modugno

on behalf of Interested Party New Hampshire Insurance Company lmodugno@tm-firm.com

Louis A. Modugno

on behalf of Interested Party AIG Property Casualty Company lmodugno@tm-firm.com

Louis A. Modugno

on behalf of Interested Party The North River Insurance Company lmodugno@tm-firm.com

Louis A. Modugno

on behalf of Interested Party RheinLand Versicherungen lmodugno@tm-firm.com

Mark Falk

on behalf of Other Prof. Randi S. Ellis mfalk@walsh.law

Michael D. Sirota

on behalf of Interested Party Ad Hoc Committee of Supporting Counsel msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com

Michael D. Sirota

on behalf of Interested Party Ad Hoc Group of Supporting Counsel msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com

Mitchell Malzberg

on behalf of Creditor Various Talc Claimants mmalzberg@mjmalzberglaw.com dlapham@mjmalzberglaw.com

Moshe Maimon

District/off: 0312-3

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Page 6 of 7

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on behalf of Interested Party Paul Crouch mmaimon@levylaw.com mmastrogiacono@levylaw.com

Moshe Maimon

on behalf of Interested Party Various Talc Claimants mmaimon@levylaw.com mmastrogiacono@levylaw.com

Moshe Maimon

on behalf of Interested Party Randy Derouen mmaimon@levylaw.com mmastrogiacono@levylaw.com

Nathan W. Reinhardt

on behalf of Interested Party Atlanta International Insurance Company nreinhardt@duanemorris.com

Paul J. Winterhalter

on behalf of Creditor Aylstock Witkin, Kreis & Overholtz, PLLC pwinterhalter@offitkurman.com, rbarnhart@offitkurman.com

Paul R. DeFilippo

on behalf of Debtor LTL Management LLC pdefilippo@wmd-law.com

Paul R. DeFilippo

on behalf of Plaintiff LTL Management LLC pdefilippo@wmd-law.com

Richard G. Haddad

on behalf of Creditor Ad Hoc Committee of Certain Talc Claimants rhaddad@otterbourg.com
akramer@otterbourg.com;awilliams@otterbourg.com;asilverstein@otterbourg.com;jhildebrandt@otterbourg.com;pmcternan@ott
erbourg.com

Richard G. Haddad

on behalf of Other Prof. Proposed Co-Counsel to the Official Committee of Talc Claimants rhaddad@otterbourg.com
akramer@otterbourg.com;awilliams@otterbourg.com;asilverstein@otterbourg.com;jhildebrandt@otterbourg.com;pmcternan@ott
erbourg.com

Robert Malone

on behalf of Interested Party State of Mississippi rmalone@gibbonslaw.com nmitchell@gibbonslaw.com

Robert Malone

on behalf of Interested Party State of New Mexico rmalone@gibbonslaw.com nmitchell@gibbonslaw.com

Robin Rabinowitz

on behalf of Interested Party Travelers Casualty and Surety Company (f/k/a The Aetna Casualty and Surety Company)
rrabinowitz@lawgmm.com

Russell Webb Roten

on behalf of Interested Party Atlanta International Insurance Company rwroten@duanemorris.com

Sari Blair Placona

on behalf of Creditor Claimants Represented by Barnes Law Group LLC splacona@msbnj.com

Sari Blair Placona

on behalf of Attorney Barnes Law Group LLC splacona@msbnj.com

Sommer Leigh Ross

on behalf of Interested Party New Hampshire Insurance Company sloss@duanemorris.com
AutoDocketWILM@duanemorris.com

Sommer Leigh Ross

on behalf of Interested Party AIG Property Casualty Company sloss@duanemorris.com AutoDocketWILM@duanemorris.com

Sommer Leigh Ross

on behalf of Interested Party Lexington Insurance Company sloss@duanemorris.com AutoDocketWILM@duanemorris.com

Sommer Leigh Ross

on behalf of Interested Party New Jersey Coverage Action Plaintiff-Insurers sloss@duanemorris.com
AutoDocketWILM@duanemorris.com

Sommer Leigh Ross

on behalf of Interested Party AIG Europe S.A. sloss@duanemorris.com AutoDocketWILM@duanemorris.com

Sommer Leigh Ross

on behalf of Interested Party National Union Fire Insurance Company of Pittsburgh Pa. sloss@duanemorris.com,
AutoDocketWILM@duanemorris.com

Sommer Leigh Ross

on behalf of Interested Party The North River Insurance Company sloss@duanemorris.com
AutoDocketWILM@duanemorris.com

Sommer Leigh Ross

on behalf of Interested Party Republic Indemnity Company of America sloss@duanemorris.com
AutoDocketWILM@duanemorris.com

Sommer Leigh Ross

on behalf of Interested Party RheinLand Versicherungen sloss@duanemorris.com AutoDocketWILM@duanemorris.com

Sommer Leigh Ross

on behalf of Interested Party N.V. Schadeverzekeringsmaatschappij Maas Lloyd sloss@duanemorris.com

District/off: 0312-3

User: admin

Page 7 of 7

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AutoDocketWILM@duanemorris.com

Sommer Leigh Ross

on behalf of Interested Party Atlanta International Insurance Company sloss@duanemorris.com
AutoDocketWILM@duanemorris.com

Sommer Leigh Ross

on behalf of Interested Party Starr Indemnity & Liability Company sloss@duanemorris.com
AutoDocketWILM@duanemorris.com

Sommer Leigh Ross

on behalf of Interested Party AIU Insurance Company sloss@duanemorris.com AutoDocketWILM@duanemorris.com

Sommer Leigh Ross

on behalf of Interested Party ASR Schadeverzekering N.V. sloss@duanemorris.com AutoDocketWILM@duanemorris.com

Sommer Leigh Ross

on behalf of Interested Party Granite State Insurance Company sloss@duanemorris.com AutoDocketWILM@duanemorris.com

Sommer Leigh Ross

on behalf of Interested Party The Insurance Company of the State of Pennsylvania Philadelphia sloss@duanemorris.com,
AutoDocketWILM@duanemorris.com

Stephen M. Packman

on behalf of Attorney Roger Frankel as Legal Representative for Future Personal Injury Claimants appointed in the Chapter 11
bankruptcy case of Cyprus Mines Corporation spackman@archerlaw.com, dleney@archerlaw.com, ahuber@archerlaw.com

Stephen T. Roberts

on behalf of Interested Party Atlanta International Insurance Company stephen.roberts@mendes.com

Stephen V. Gimigliano

on behalf of Interested Party Travelers Casualty and Surety Company (f/k/a The Aetna Casualty and Surety Company)
sgimigliano@lawgmm.com

Suzanne Ratcliffe

on behalf of Creditor Katherine Tollefson sratcliffe@mrhfmlaw.com

Suzanne Ratcliffe

on behalf of Attorney Maune Raichle Hartley French & Mudd LLC sratcliffe@mrhfmlaw.com

Suzanne Ratcliffe

on behalf of Creditor Various Talc Claimants sratcliffe@mrhfmlaw.com

Suzanne Ratcliffe

on behalf of Interested Party Various Talc Claimants sratcliffe@mrhfmlaw.com

U.S. Trustee

USTPRegion03.NE.ECF@usdoj.gov

Walter Benzija

on behalf of Creditor The Blue Cross Blue Shield Association wbenzija@halperinlaw.net mmurrayhbb@outlook.com

TOTAL: 146